

Canadian School Boards Association

Association canadienne des commissions
scolaires/conseils scolaires



Annual General Meeting Handbook Document pour l'assemblée annuelle

Congress 2012 / Congrès 2012
July 7th / 7 juillet 2012

Fairmont Château Frontenac
Quebec City, Quebec





A Message from CSBA

A warm welcome to Quebec to all CSBA AGM attendees.

CSBA is moving towards a “greener” approach. We have made limited copies of the AGM Handbook for distribution. We ask that you consider the environment before taking copies.

The AGM Handbook, CSBA Constitution and provincial reports will be available on the home page of our website at www.cdnsba.org immediately following the congress. While you are there, please take a look around!

If you do not have access to the web, or wish to have a hard copy, it is our pleasure to offer you a copy of:

- AGM Handbook
- Financial statements
- CSBA Budget 2012-2013
- CSBA Constitution and Policy and Procedures

Thank you!
Valerie McLeod
Managing Director, CSBA



Canadian School Boards Association
Association canadienne des commissions/conseils scolaires
Annual General Meeting 2012/
Assemblée générale annuelle 2012

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CSBA Board of Directors 2012

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Stephen Hansen, Executive Director



**Welcome to the beautiful and historic Quebec City –
and to Congress 2012.**

Thank you for serving the students and residents of your communities.

Trusteeship can be challenging, rewarding, frustrating and exhilarating. It can make you feel like you can move mountains; and it can make you ask “why do I try so hard”. You can’t do it alone! We know and research tells us that only 20% student’s success is influenced in the formal school setting – the rest, is influenced by family, community and the student himself. We shouldn’t try to do it alone! As Boards of Education, as individual trustees, we must build strong relationships with others to support Student Learning and Achievement.

Community ConneXions, engaging community members, businesses, other community organizations and families is the way to ensure that Students needs are best met. Student Achievement is not the only benefactor of Community ConneXions. Healthy, effective, locally elected Boards of Education also benefit from and are strengthened by connections with all community stakeholders.

I’d like to thank the QESBA for hosting congress and the Congress Planning Committee for their dedication in putting together a program that will challenge us, entertain us, and teach us. Reach out and make some new ConneXions with trustees from across Canada!

Sandi Urban Hall
President, CSBA



Canadian School Boards Association

Association canadienne des commissions/conseils scolaires

Annual General Meeting 2012/

Assemblée générale annuelle 2012

July 4th/4 juillet, Chateau Frontenac, Quebec, Quebec, 4 PM/16h

AGENDA / ORDRE DU JOUR

1. President's welcome/*Mot de bienvenue de la présidente*
2. Roll call/*présences*
3. Introduction of elected officers /*Introduction des membres du conseil*
4. Approval of minutes of 2011 AGM/*Approbation du procès verbal de l'assemblée générale annuelle 2011*
5. Report from the President/*Rapport de la présidente*
6. Report from the Managing Director/*Rapport de l'administratrice générale*
7. Financial Reports /*États financiers* (timed item-2 PM/14h)
 - Presentation of the Auditors Report/*Rapport des vérificateurs*
 - Presentation of the 2012-2013 budget/*Presentation du budget 2012/13*
 - Appointment of Auditor/*Nomination du vérificateur*
8. Varia/*varia*
9. Adjournment/*Clotûre de la séance*

*Cross Country Check-In to take place on July 5, 2012 at 1:30 in
Salle de Bal, Château Frontenac

Canadian School Boards Association
Minutes of the Annual General Meeting 2011
July 7th, 1:30 P.M., Westin Hotel, Ottawa, Ontario

Present:

Nada Borden	Past-President, Canadian School Boards Association
*Ruth Ann Furgala	President, Canadian School Boards Association
*Catherine Fife	Vice-President, CSBA, President, Ontario Public School Boards' Association
Andrea Prupas	Managing Director, Canadian School Boards Association
*Michael McEvoy	President, British Columbia School Trustees Association
Stephen Hansen	Executive Director, British Columbia School Trustees Association
*Sandi Urban-Hall	President, Saskatchewan School Boards Association
Darren McKee	Executive Director, Saskatchewan School Boards Association
Gail Anderson	Executive Director, Ontario Public School Boards' Association
*Robert Rivard	President, Manitoba School Boards Association
Carolyn Duhamel	Executive Director, Manitoba School Boards Association
*Debbie Horrocks	President, Quebec English School Boards Association
David Birnbaum	Executive Director, Quebec English School Boards Association
*Milton Peach	President, Newfoundland Labrador School Boards Association
Brian Shortall	Executive Director, Newfoundland Labrador School Boards Association
*Vic Fleury	President, Nova Scotia School Boards Association
Ken Meech	Executive Director, Nova Scotia School Boards Association

*indicates voting member

1. Call to order/Adoption of agenda

President Ruth Ann Furgala called the meeting to order at 1:35 PM. She noted the timed agenda item (auditor's report) at 2:00 PM.

Motion: To adopt the agenda of the 2011 AGM of the Canadian School Boards Association.
(Catherine Fife, OPSBA/Robert Rivard, MSBA) CARRIED

2. President's Welcome

The President welcomed delegates to the AGM, expressed her appreciation for the presence of CSBA Past-Presidents, and acknowledged the strong leadership that these Presidents have provided for the Association in the past. The President then thanked the Ontario Public School Boards' Association, the organizing committees, and the member boards for their excellent work as hosts of Congress 2011.

At this time the President reviewed the rules of procedure for the Annual General Meeting and during public question period.

3. Introduction of elected officers

The President requested that Vice-President Catherine Fife introduce the members of the CSBA Board of Directors.

4. Minutes of the 2010 AGM

The President then asked for amendments to the 2010 AGM Minutes that took place on July 9th, 2009 in St. John's, NL.

As no amendments were suggested, a motion to receive the Minutes of the 2010 AGM was called.

Motion: To receive the Minutes of the 2010 AGM.

(Debbie Horrocks, QESBA/Sandi Urban-Hall, SSBA) CARRIED

5. Past-President's Report

The Past-President presented a year-in-review on behalf of the Association. She presented the two priority themes of the Association (21st Century Learning and Aboriginal Education), the focus on ongoing federal partnerships as well as information-sharing and her activities of the past year.

The President's full report can be viewed in the 2010 CSBA AGM Handbook online at www.cdnsba.org under "Resources" and "Annual General Meetings."

6. Managing Director's Report

The Managing Director welcomed delegates to the AGM and reported on the operational progress of the Association, including the activities related to advocacy, communications and collaboration in line with the two priorities of the Association.

The Managing Director's full report can be viewed in the 2010 AGM Handbook online at www.cdnsba.org under "Resources" and "Annual General Meetings."

7. Financial Report and Auditor's Report-Timed Item, 2:00 PM

The Managing Director reported that the Association had received a clean audit with no financial irregularities from Fuller Landau, LLP, and provided a synopsis of the document. There were no questions from the floor at this time regarding the financial statements, and it was therefore determined that a call to the Auditor was not necessary at this time.

Motion: To receive the financial reports.

(Milton Peach, NLSBA/Michael McEvoy, BCSTA) CARRIED

Motion: To re-appoint Fuller Landau, LLP as auditors of the CSBA for 2011-2012.

(Robert Rivard, MSBA/Sandi Urban-Hall, SSBA) CARRIED

7.1 Approval of 2011-2012 Budget

The 2011-2012 budget was presented by the Managing Director. There were no questions at this time regarding the budget.

Motion: To accept the budget as presented.

(Debbie Horrocks, QESBA/Milton Peach, NLSBA) CARRIED

8. Constitutional Amendments:

President Ruth Ann reported on the Constitutional amendments which have been brought to the 2011 AGM for adoption. The amendments reflect the changes in operations of the Association as well as changes to include new membership within the Association.

Motion: To receive the amendments to the Constitution.

(Catherine Fife, OPSBA/Michael McEvoy, BCSTA) CARRIED

9. Question Period

The public forum is an opportunity for trustees and commissioners to raise items of concern or interest for CSBA. President Ruth Ann opened the floor to questions at 2:15 PM, and noted that provincial reports would be provided this year at the “Cross-Canada Check-In” immediately after the AGM at 3:00 PM.

10. Adjournment

Motion: To adjourn the 2011 AGM of the Canadian School Boards Association.

(Debbie Horrocks, QESBA/Sandi Urban-Hall) CARRIED

Respectfully submitted

Andrea Prupas
Past Managing Director, CSBA



Canadian School Boards Association 2011-2012 Past President's Report

The CSBA has a long and proud history in its mission to strengthen public education across Canada. The Association was formed in response to the need for a national forum on education. This mandate is still our “raison d’être,” or foundation, as we continue to advocate and lobby for the shared educational issues of the provincial associations and their member school boards and districts across Canada.

On behalf of the Board of Directors and Managing Director of the Canadian School Boards Association thank you to the Quebec English School Boards Association for hosting our 89th CSBA Congress! Your 2012 Congress Theme “**ConneXions**” highlights the critical importance of *expanding traditional relationships* with all partners to support public education. For the next three days, we have an opportunity to explore some of these continuous connections, to learn how to ensure relevant personalized teaching and learning and to inspire leadership in a time in history where the demands of an interconnected, global world of continuous change is the only constant. Student voices, threaded throughout Congress, remind us why we are here and ground us as we move forward. It truly is “all about the children”.

It is a priority of the CSBA Board of Directors to be a true Pan Canadian organization of Public School Boards – a true National Voice that is recognized and approached for information and assistance on national perspectives in Education. We have determined some key priorities that guide us in decision making and determining where our energies can be most effective. Some accomplishments in these areas over the past year:

1.) Advocacy

In order to accomplish our educational goals, strong national partnerships are critical and as such, we continue to look to developing relevant relationships with policy makers. Further to our 2011 Canadian Ministers of Education Canada (CMEC) presentation, we continue to foster and enhance the relationship developed between CSBA and the CMEC, to build on our achievements and to work cooperatively and collaboratively to strengthen our respective organizations

To be a truly national association, the CSBA must maintain a national presence. School Board trustees and commissioners across Canada are our major stakeholders. Therefore, it is imperative that CSBA

be present at and participate in provincial AGMs and other stakeholder events whenever possible. This year, I had the opportunity to join British Columbia, Alberta, Saskatchewan and my own home Province - Manitoba at their AGM; Vice President Catherine Fife and I participated in the Atlantic Conference, hosted by NLSBA - where we had the opportunity to meet with all four of the Atlantic Provinces; and Catherine wore two hats at Ontario's AGM. This spring, several of our board members attended the NSBA conference in the U.S., David Blrnbaum attended the Ashoka conference in Ottawa and Valerie McLeod attended the NLSBA AGM in May. And your new president, Sandi Urban Hall will attend the CTF conference in Halifax, directly following the CSBA.

We continue to develop ways in which to enlarge our audience and support the educational community through a bilingual, dynamic and interactive website and social media.

2.) Aboriginal Education:

We were invited to meet with the Aboriginal Affairs and Northern Development Canada, Education Branch (formerly known as INAC) and are now participatory on that committee. We are active and will continue to participate in the National Roundtable on First Nation Elementary and Secondary Education. We presented a "Poster Presentation" in CMEC's National Aboriginal Forum in Winnipeg in December at the University of Winnipeg. We were also able to be introduced to Minister Lafferty of the North West Territories - and start a conversation about the Territories joining the CSBA - which was followed up in Ottawa with a presentation how active participation will benefit all of us.

I participated in SSBA's National Aboriginal Education Trustees Gathering in June 2011 and had the privilege of attending the 2nd Annual Aboriginal Trustee conference hosted by the Manitoba School Board's Association in June 2012 - the focus to engage and then strengthen First Nation Trustees, for all First Nations and Inuit Students. With assistance from the Saskatchewan School Boards Association, the Manitoba School Boards Association (MSBA) and the Ontario Public School Boards Association (OPSBA) we will develop a CSBA Position Paper on Aboriginal Education.

3.) 21st Century Learning

One of the three identified priorities of the CSBA, 21st century learning is an issue being discussed at length across Canada. An important initiative in this area came from Catherine Fife, Vice President who advocated for us to enter into a Partnership for 21 CENTURY LEARNING known as the *C21 Initiative*. As one of the founding members, we are provided through this partnership, with the opportunity to establish connections with industry and educational partners who share our goals to develop, strengthen and expand connections - the circle of influence; to utilize synergy and energy inside/outside the Education community.

At the Alberta School Board Association's (ASBA) invitation, five Provincial Presidents and Executive Directors actively participated in the 21st Century Learning Forum hosted by ASBA/OESCD in Banff last fall around our own board meeting in Calgary.

4.) Membership:

CSBA constitutional changes made in 2011 support the exploration of additional options for CSBA membership throughout the Canadian provinces and territories. We created an Ad Hoc Committee on Membership Review – to encourage the entry of all Provincial Associations, the Territories and Nunavut to be members of CSBA, joining our current 8 Provincial Associations at our Board Of Directors. This committee will also establish a comprehensive communication framework and is tasked with the responsibility to explore fee structures, extended options of membership i.e.: Associate and/or Affiliate – to get like minded organizations involved with our cause.

I am also happy to report on the full return of the Alberta School Boards Association, following an extensive review on their part, which determined that being an active member of CSBA was important to them as leaders in education. We are very pleased to have ASBA back at the table.

In addition to our actions as an association, other events had an impact on the past year, all of which we managed to weather thanks to the outstanding cooperation of several people. I would have been unable to accomplish all I did this year, without the strong support, leadership and teamwork of Andrea Prupas, Managing Director. We were disappointed but wished her as she moved on to employment with the Ministry of Education in Quebec. Over this transitional period QESBA carried a huge load and was certainly our leader during my tenure, providing CSBA with a central base in their office; as well as outstanding assistance and educational leadership from Executive Director David Birnbaum. Thank you David, for all you have done for CSBA and for me personally; and for assistance from QESBA's financial officer, Claude Srouji - who manages to make very complicated accounting easy to understand.

I would like to extend my thanks to Catherine Fife, for her invaluable support and solid leadership throughout the year in her role as Vice President, most especially her work on the C21 Initiative.

Perhaps most importantly, during a dynamic year full of change, growth and redefinition, I have been continually impressed with the ability of our Board Of Directors to stretch the boundaries and find new ways to collaboratively ensure that the organization is fulfilling its mandate and moving in the new directions prioritized by the Board. Their availability and generous giving of their time and counsel was invaluable to me.

Going forward, we are extremely fortunate to work with our new Managing Director Valerie McLeod. Valerie has a varied and extensive experience in community, corporate and philanthropic endeavors. Before joining us, she was Executive Director of the South Shore Association for the Intellectually Disabled. She continues her work as Community/Employment Liaison with the Riverside School Board for youth with intellectual disabilities. She also produces promotional/educational films provides leadership in media projects, after-school programs, fundraising events and community activities, having assisted two Quebec boards in the organizing of their annual Spring conferences. In addition, she has been Vice-Chair at Champlain Regional College for the past three years.

I am also confident that under the leadership of your new President, Sandi Urban-Hall, the organization will undertake new challenges with the insight and wisdom to establish CSBA as the leader among leaders as a national educational organization.

The CSBA has a national responsibility to ensure our children are provided with a public education system, which is fair and equitable, integrated and community based, and with a focus on student

learning. I hope you will use this conference as an opportunity to continue or to begin to dialogue with each other and to learn from the successful practices of our members and other stakeholders across the country. The future of publicly elected school board governance is in each of our hands.

As your President I have been incredibly fortunate to work together with you to provide a national voice for public trustees and public education. And while education is, for a greatest part, provincial, the priorities we have targeted are of a national perspective and truly relevant of every one of our Provinces. Thank you for your dedication to public education!

Ruth Ann Furgala, President
Canadian School Boards Association
President, 2011-2012



Canadian School Boards Association Managing Director's Annual Report

The CSBA has accomplished much this year, especially with regards to the Association's two areas of focus (21st Century Learning and Aboriginal Education). Highlights include:

In October, CSBA participation at the 2011 21st Century Leadership Forum in Banff AB

In December, CSBA attendance and presentation of its members advocacy actions to the Council of Ministers of Education 2011 Educators' Forum on Aboriginal Education

Ongoing liaison with Council of Ministers of Education and other national partners (Canadian Teachers Federation, CEA, etc.)

Ongoing representation, meetings and consultation in Ottawa to the Department of Aboriginal Affairs and Northern Development

Position paper on compilation of Best Practices in Aboriginal education in Canadian Schools

Submission to Parliament and representation for boards across Canada regarding educational amendments to Bill C-11 (amendments to Copyright Act)

Founding member of C21 Canada and attendance at Summit.

Representation before the Senate Committee on Human Rights regarding Cyberbullying.

Implementation of changes/additions to policies and procedures that will ensure board performance and response to members needs.

Beginning work on the strategic and operational plans for the association.

Best wishes for a congress full of inspiration and new connections.

Respectfully submitted,
Valerie McLeod (Present Managing Director)
Andrea Prupas (Past Managing Director)



CONSTITUTION
OF THE
CANADIAN SCHOOL BOARDS ASSOCIATION

DRAFT UNTIL APPROVED BY MINISTRY

JULY 2008

AS AMENDED JULY 2011

CANADIAN SCHOOL BOARDS ASSOCIATION CONSTITUTION

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ARTICLE I – Names and Definitons

Section 1 – Name

The name of the organization shall be the Canadian School Boards Association (CSBA), l'Association canadienne des commissions/conseils scolaires.

Section 2 – Definitions

1. CSBA

CSBA shall refer to the Canadian School Boards Association.

2. School Board

School Board shall be defined by the legislation of the province or territory in which a School Board is located and includes District Education Councils in New Brunswick.

3. Member

Member shall refer to a provincial or territorial association of school boards, school trustees or district education councils admitted to membership under Article III, Section 2. Eligibility.

4. Member in Good Standing

Member in Good Standing shall refer to a Member whose fees have been paid in full.

5. Life Member

Life Member shall refer to every person who has retired as President of the CSBA.

6. Honorary Member

Honorary Member shall refer to every person named as an Honorary Member in a motion adopted at an Annual General Meeting.

7. Annual General Meeting

Annual General Meeting shall mean a meeting of Members in Good Standing to be held at least once every fiscal year.

8. Special General Meeting

Special General Meeting shall refer to a meeting at which the Members of the CSBA meet to determine the appropriate action to be taken on an emergent matter, but does not include a meeting of the Board of Directors.

9. Fees

Fees mean annual membership fees approved at the Annual General Meeting as part of the budget or other levies determined by the Board of Directors.

10. Trustee

Trustee is an elected representative of the community who makes the governance decisions of a school board. Commissioner is the term used in Quebec. School Board Representative is the term used in Nova Scotia, and the term used in New Brunswick is councillor.

ARTICLE II – PURPOSES

Section 1 – Support Member Associations

To support the development of strong member school board associations and facilitate their addressing issues of common interest to strengthen public education across Canada.

Section 2 – Promote democratically elected local school boards

To promote the value of democratically elected local school boards.

Section 3 - Advocacy

To strongly advocate the collective interests of the provincial associations of school boards to the federal government and other national organizations on issues of common interest or within federal jurisdiction.

Section 4 – Both official languages

To be committed to offering services in both official languages.

ARTICLE III – Membership

Section 1– Honorary and Life Memberships

- (1) Every person who has served as President of the CSBA shall become a Life Member of the CSBA upon retirement from the position of President.
- (2) Upon recommendation of the Board of Directors, persons who have contributed nationally to education may be made Honorary Members of the CSBA by motion at an Annual General Meeting.

Section 2 – Eligibility

- (1) Where there exists one provincial or territorial association within a province or territory and where all school boards/district education councils within that province or territory are eligible for membership in that association, other associations within that province or territory shall not be eligible to be Members of the CSBA.
- (2) Where there exists more than one provincial or territorial association, and where no one provincial or territorial association's membership is available to all school boards/district education councils within that province or territory, all provincial or territorial associations within that province or territory shall be eligible to be Members of the CSBA.
- (3) Where there exists more than one provincial or territorial association, and where all school boards/ district education councils within that province or territory are eligible for membership in those associations, those provincial or territorial associations within that province or territory shall be eligible to be Members of the CSBA.

Section 3 – Application Procedures

A letter of application for new or reinstated membership shall be submitted to the Board of Directors for approval.

Section 4 - Suspension

- (1) Any Member whose fees are ninety (90) days past due shall have their membership suspended and all privileges of membership.
- (2) Members suspended for non-payment of fees may be reinstated by the Board of Directors at any time upon payment of the current year's fees and all amounts payable.

Section 5 – Termination of Membership

- (1) The Board may consider termination of any member who has been suspended for ninety (90) days.
- (2) A membership may be terminated only upon the adoption of a motion passed by a two-thirds vote of the Directors representing Members in Good Standing.

Section 6 – Resignation

A Member may withdraw from the CSBA by giving written notification to the National Director at least six months in advance of a new fiscal year. The withdrawal shall not take effect until six months after the receipt of the notification by the National Director. If a member that owes fees or other amounts to the CSBA elects to withdraw, such debts shall remain payable.

Article IV – General Meetings of the CSBA

Section 1 – Annual General Meeting

- (1) An Annual General Meeting shall be held at least once every fiscal year, no more than fifteen (15) months after the date of the last annual general meeting.
- (2) The Annual General Meeting of the CSBA shall be held at such time and place as *approved* by the Board of Directors. Notice of such meeting shall be given to all Members, at least ninety (90) days prior to the opening date of the Annual General Meeting by letter, facsimile or other electronic means.
- (3) The business of the Annual General Meeting shall include the annual budget, the appointment of the auditor, receipt of auditor's report on financial statements, any amendments to the Constitution and By-laws and Honourary and Life Memberships.

Section 2 – Special General Meetings

Special General Meetings of the CSBA may be called at such time and place as determined by the Board of Directors. Notice of such meetings including the business to be transacted at such meetings shall be given to all members at least twenty-one days (21) days prior to the opening date of the Special General Meeting by letter, facsimile, or other electronic means.

Section 3 – Voting

- (1) Voting shall be determined by one vote for each Member in good standing, except for the budget, which shall be by weighted vote. The President shall be entitled to 1 vote.
- (2) Weighted votes for each Member in Good Standing for General Meetings shall be determined by dividing the membership fee payable for the fiscal year by each Member by the total membership fees payable to the CSBA for that fiscal year resulting in a percentage (rounded to the nearest 1% of each member's fees). All such determinations shall be based on the total Membership immediately before the General Meeting. One vote shall be

allocated for each resultant percentage point provided that each Member in Good Standing shall be entitled to a minimum of 2 votes. The President shall be entitled to 1 vote.

Section 4 – Voting Requirements

Voting shall be by simple majority of votes cast except for changes to the constitution which require a 2/3 majority vote.

Section 5 – Quorum

A quorum for General Meetings shall consist of fifty percent plus one of those Members in Good Standing.

Section 6– Rules of Procedure

The most recent Roberts Rules of Order shall prevail in the absence of other rules of procedure adopted at the Annual General Meeting and at Special General Meetings by a simple majority of votes.

Section 7– Officers

The President, and in his or her absence the Vice-President, shall preside at General Meetings.

Article V - The Board of Directors

Section 1 – Membership

- (1) Membership on the Board of Directors shall be one Director appointed by each of the CSBA Members in Good Standing, the President and ex-officio members.
- (2) The National Director of the CSBA shall be an ex-officio member of the Board of Directors. The National Director shall have no vote.
- (3) The Executive Directors of Members in Good Standing shall be ex-officio members of the Board of Directors. These persons shall have no voting rights, except as per Section 6 – Voting. They shall not be eligible to hold elected office within the CSBA.

Section 2 – Determination of Directors

- (1) Each Member in Good Standing of the CSBA is entitled to appoint one Director to the Board of Directors. That Director shall be a currently serving school trustee/commissioner/councillor appointed from that provincial or territorial association and shall be the President of the provincial member association or designate.
- (2) The Member may appoint an alternate Director in the event that a Director is-unable to attend a meeting of the Board of Directors.

Section 3 – Determination of President and Vice-President

- (1) A President and Vice President shall be elected from among the voting members of the Board of Directors at a Board of Directors meeting prior to the Annual General Meeting and will assume office on July 1st of that year. The President and Vice President will hold office until the election and assumption of office of a successor. The President and Vice President must be and continue during their term of office to be currently serving elected trustee / commissioners/ councilors.
- (2) A President may serve only two consecutive one-year terms. A one-year interval (i.e. between annual general meetings) must elapse before he or she is again eligible to be elected as President.

- (3) The Member whose Director has been elected President shall appoint another Director.
- (4) In the case of a vacancy in the position of President, the Vice-President automatically becomes President for completion of the term of office, and paragraph 3 of this Section applies to appointment of a replacement Director.
- (5) In the case of a vacancy in the position of Vice-President, the Board of Directors shall call a meeting to elect a replace Vice-President, which meeting shall be either a face to face meeting or a conference call Board meeting. The special meeting for this purpose shall be called, but not necessarily held, within 30 days from the vacancy of the position of Vice-President with such meeting to be held as soon as possible, either within or after the 30 day period. The Vice-President elected at such meeting shall serve for the completion of the term of office of the Vice-President replaced. During such time as the position of Vice-President is vacant, the President shall perform the duties of Vice-President
- (6) In the absence of the President and Vice-President, the National Director shall call the meeting to order and immediately conduct an election among the Voting Directors present to select a voting member to preside over the meeting.

Section 4 – Meetings

- (1) The Board of Directors shall meet at least two times between annual general meetings. Additional meetings may be called at the discretion of the President.
- (2) Special meetings of the Board of Directors may be called upon receipt of a request in writing to the President by three Directors of the Board. Such requests shall state the specific business that requires the need for a special meeting. Meetings so requested shall be held in a timely manner, and notice of such meetings and the business to be considered shall be sent to all Directors at least three weeks in advance.
- (3) The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside.
- (4) The Board of Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other: provided
 - i. that a quorum of Board of Directors consents in advance to use other means of communication;
 - ii** that a quorum of Board of Directors also consents in advance to a method to record votes; and
 - iii.** that each Board of Directors member has equal access to the selected communications means,
 - iv that minutes be recorded for such meetings.

Section 5 - Duties and Powers

The Board of Directors shall govern the CSBA within the limits of, and consistent with the Constitution and Bylaws.

The Board of Directors may, within the budget approved by the Annual General Meeting:

- (i) Appoint such committees as it may deem necessary for the conduct of its business;
- (ii) Appoint such agents as it may deem necessary for the conduct of its business; and
- (iii) Adopt such policies or procedures as it may deem necessary for the conduct of its business.

Section 6 – Voting

- (1) Each Director appointed by a Member in Good Standing shall have one vote at Board of Directors' Meetings, except as specified in Section 11 - Borrowing Powers.
- (2) The President shall have a vote. The Vice-President when presiding casts only his or her vote as a Director appointed by a Member.
- (3) In exceptional circumstances, when no Director from a Member in Good Standing is able to attend a board meeting, their ex-officio executive director may cast a vote on their behalf.

Section 7 – Quorum

A quorum is required for all meetings of the Board of Directors. For a meeting of the Board of Directors a quorum shall consist of fifty percent plus one of the voting members of the Board.

Section 8 – Observers

- (1) Members may send observers to the meetings of the Board of Directors at the member's own cost and expense.
- (2) Other observers may be invited at the discretion of the Board of Directors.

Section 9 - Borrowing Powers

The Board of Directors may, from time to time, borrow money upon the credit of the CSBA, limit or increase the amount to be borrowed, and secure such present or future borrowing against the property and undertaking of the CSBA. Upon a weighted vote, in accordance with Article 4 - General Meetings of the Association, Section 3 - Voting, (2), the Board of Directors may authorize one or more of its members to exercise this power within limits set by the Board.

Section 10 – Signing Authority for Contracts

Within limits specified by the Board, contracts, documents or any instruments in writing requiring the signature of the CSBA shall be signed by the President, or the National Director, or any member of the Board of Directors authorized by the Board, specifically or generally, to sign, and all contracts, documents and instruments in writing so signed shall be binding on the CSBA.

Section 11 – Remuneration

- (1) The remuneration of the President shall be an annual stipend determined as part of the budget adopted at an Annual General Meeting.
- (2) The remuneration of members of the Board of Directors or members of Standing and Ad Hoc Committees shall be determined by the Board of Directors.

- (3) Members of the Board of Directors and members of committees appointed by the board may be paid their reasonable and necessary expenses in accordance with criteria approved by the Board.

Article VI – Amendments to the Constitution & Bylaws

Section 1 - Requirement for Approval

Amendments to the Constitution and Bylaws of the CSBA shall require the approval of a two-thirds majority of the votes at a General Meeting of the CSBA. Amendments to motions to amend the Constitution and Bylaws shall be by two-thirds majority.

Section 2 – Schedule for Submission of Proposals for Amendments

Proposals from Members for amendments to the Constitution and Bylaws of the CSBA shall be submitted in writing to the Board of Directors at least 90 days prior to the Annual General Meeting.

Section 3 – Schedule for Submission to CSBA Members

The Board of Directors shall consider all proposals for amendments, or other changes to the Constitution and Bylaws of the CSBA and shall submit all proposed amendments to the members of the CSBA in writing by mail, facsimile or other electronic means together with recommendations with respect to these proposals at least sixty (60) days prior to the date of an Annual General Meeting.

Section 4 – Ministerial Approval

Amendments to the Constitution and Bylaws shall not be enforced or acted upon until the approval of the Minister responsible for the Canada Corporations Act has been obtained.

Article VII - National Director / Corporate Seal

Section 1 – Appointment of the National Director

The Board of Directors shall appoint a National Director for the CSBA and determine all matters affecting such position.

Section 2 – Secretary-Treasurer

The National Director shall act as the Secretary-Treasurer of the CSBA.

Section 3 – Corporate Seal

The Seal of the CSBA shall be in a form prescribed by the Board of Directors in accordance with the laws of Canada and shall be in the custody of the National Director.

Article VIII – Fiscal Matters

Section 1 – Appointment of the Auditor

The CSBA shall, at its Annual General Meeting, appoint an auditor to audit the accounts of the CSBA.

Section 2 – Preparation of the Budget

The budget for the fiscal year shall be prepared by the Board of Directors and presented at the Annual General Meeting for approval.

Section 3 – Fees and Method of Assessment

Annual fees and the method of assessing them shall be determined by the Board of Directors and shall be submitted to the Annual General Meeting as part of the budget.

Section 4 - Fiscal Year

Fiscal Year shall be the period of time commencing April 1 and terminating on March 31 of the year following.



CSBA POLICY AND GOVERNANCE MANUAL*

***(as adopted by the CSBA Board of Directors, March 6, 2012)**

INTRODUCTION

Pursuant to Section 5, (iii) which authorizes the CSBA Board of Directors to “...*Adopt such policies or procedures as it may deem necessary for the conduct of business*”, the following policy and governance practices are to be implemented and followed by the Association. They are conceived to facilitate and validate the work of CSBA in fulfilling its mission to:

- ◆ Support the development of strong member school board associations, facilitate their addressing issues of common interest, and to strengthen public education across Canada;
- ◆ Promote the value of democratically elected local school boards;
- ◆ Strongly advocate for the collective interests of the provincial associations of school boards to the federal government and other national organizations on issues of common interest or within federal jurisdiction;
- ◆ Support and inform commissioners/trustees across Canada.

ANNUAL BOARD SELF-EVALUATION

An annual self-evaluation will be undertaken by the Board of Directors as part of its chosen role, with a view to increasing accountability improving performance. The following principles will underlie the evaluation process:

- ◆ A learning organization or a professional learning community is focused on the improvement of practice.
- ◆ A pre-determined process for evaluation strengthens the governance function and builds credibility for the Board.
- ◆ An evidence-based approach provides objectivity to supplement subjectivity.

The Board self-evaluation process shall involve the following components:

- ◆ An written survey, based on the role the Board has defined for itself in policy, completed anonymously by each Director, voting and non-voting, requesting:
 - Assessment on how well the Board has performed each element of its role; and
 - How well the Board has worked with its Managing Director.
- ◆ A facilitated half-day session, where objective data, and subjective feedback including the compilation of individual Director responses is reviewed, along with input provided by Directors, to formulate a self-evaluation report, including accomplishments and a statement of a positive path forward.

MANAGING DIRECTOR EVALUATION**

The Board of Directors shall conduct an annual, cumulative evaluation of the Managing Director, while also providing interim evaluation feedback, as appropriate.

The evaluation shall be undertaken with a view to:

1. Providing for both growth and accountability, and the strengthening of the relationship between the Board and the Managing Director.
2. Recognizing that the Managing Director is the chief executive officer of the Canadian School Boards Association. The Managing Director is held accountable for work performed by any other staff or through any contractual arrangement with a third party.
3. Emphasizing the need for and requiring the use of evidence for evaluation purposes. Evaluations are most helpful when the evaluator provides concrete evidence of strengths and/or weaknesses.
4. Alignment with and based upon the Managing Director's assigned roles and responsibilities.
5. Holding the Managing Director accountable for implementing the Board's Strategic Plan.
6. Setting out standards of performance. The quality indicators in the role description set out initial standards. When areas of focus or growth goals are identified, additional standards can be set to provide clarity of expectations and a means of assessing performance.
7. Ensuring a performance-based assessment. Such an evaluation focuses on improvement over time. The second and subsequent evaluations take into consideration the previous evaluation, and an assessment of success in addressing identified growth areas.
8. Using multiple data sources. Evidence will be provided through internal reports provided by the Managing Director, external reports solicited by the Board from external sources and/or direct Board observation.
9. Ensuring written board feedback is provided, affirming specific accomplishments and noting any identified growth areas.

The Managing Director evaluation process could involve the following components:

- ◆ Based on timelines mutually agreed to by the Board and Managing Director, interim reports based on the Managing Director's role description which provide evidence as to the fulfilment of the role are provided to the Board. Feedback and any redirection the Board wishes to give to the Managing Director are provided.

***Sample processes, procedures, timelines and other support documents related to the policy and governance matters discussed in this document and generated by CSBA or submitted by member Associations shall be kept on file to aid the Association in implementing the practices described*

herein. Periodically, CSBA shall solicit updated best practices from member Associations on these matters.

STRATEGIC PLANNING

Strategic planning is a key mechanism the Board of Directors shall use to “steer the organization”. The planning can involve either a small or a significant change in direction, or a whole new area of activity in which to engage.

Strategic plans can be three-year, rolling plans, which the Board of Directors reviews and establishes annually during a facilitated session. The Board shall receive regular implementation reports from the Managing Director relative to the completion of strategies and key results identified in the plan.

POLICIES

Board of Directors’ Governance Policies highlight and support the very important governance function of the Board of Directors. In addition to clearly defining the role of the Board, the role of the Managing Director and the delegation of authority from the Board to the Managing Director, Governance policies shall provide:

1. Additional commentary on the foundational statements which provide guidance and direction for all activities within the organization;
2. Directions for how the Board itself is to function and how individual Directors are to conduct themselves; how Board committees and representatives are to function;
3. Non-delegable matters such as policy-making; and
4. Specific matters which the Board of Directors has chosen not to delegate to the Managing Director.

Policies may be supplemented by administrative procedures; the primary written mechanism by which the CEO directs staff. Administrative procedures must be entirely consistent with governance policies.

- ◆ The Board Governance policies and administrative procedures will include but not be limited to, prescriptions on:
 - How the agenda is set;
 - The provision of briefing notes relative to each agenda item, with noted circulation timelines and requiring a recommendation from the Managing Director on each item requiring a decision from the board;

- A Board voting requirement that two-thirds consent be secured before items not identified by prior notice can be entertained for discussion or decision. Should that threshold be reached, any single member can call for and secure a delay in any decision pending consultation on said item.
- A Board Annual Work Plan

BOARD CHARTER

A Board Charter will be developed and reviewed annually to identify expectations of Board members and of Board member behaviour.

BUDGET AND AUDIT PROCESSES

In fulfilling its fiduciary responsibility, the Board has a governance role in both the budget process and the audit process.

Relative to the budget process, the governance role of the Board shall include the approval of the assumptions on which the budget will be based, including the fee structure, consideration of budget scenarios, and approval of the budget to be recommended to the membership for approval. In addition, frequent (at least quarterly) financial updates comparing budget to actual figures, with appropriate explanatory notes, should be received by the Board of Directors.

With respect to the audit process, the governance role of the Board shall include selection of the auditor, establishing the terms of engagement, and meeting with a representative of the audit firm.

ANNUAL REPORT

As part of a communications strategy with CSBA's member associations, an annual report highlighting significant accomplishments, messages from CSBA leadership, financial information, and other relevant information, shall be produced. The Board of Directors may wish to have significant input into the content of the annual report.